

Forrest, J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE DIREXION SHARES ETF TRUST
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Civil Action No. 1:09-CV-08011-KBF
Judge Katherine B. Forrest

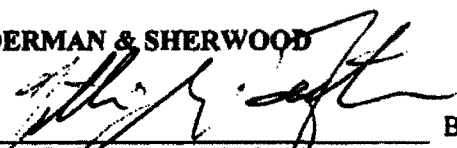
**STIPULATION OF DISMISSAL
WITHOUT PREJUDICE AS TO
ALL DEFENDANTS BY
PLAINTIFFS JASON HAAS AND
JOEL BEHNKEN**

IT IS HEREBY STIPULATED AND AGREED BY AND AMONG THE PARTIES
HERETO, through their undersigned attorneys, as follows:

1. All claims of Plaintiff Jason Haas against defendant Direxion Shares ETF Trust and all other named defendants be dismissed in their entirety without prejudice pursuant to Federal Rule of Civil Procedure 41(a)(1)(2).
2. All claims of Plaintiff Joel Behnken against defendant Direxion Shares ETF Trust and all other named defendants be dismissed in their entirety without prejudice pursuant to Federal Rule of Civil Procedure 41(a)(1)(2).
3. Defendants to the above captioned action agree to this dismissal.
4. This dismissal is not intended to, and does not, affect the pending claims of any remaining parties to the above captioned action.

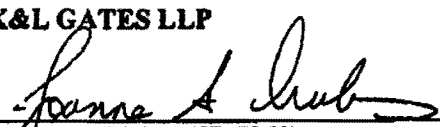
Dated: New York, New York
July 17, 2012

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Trust, Daniel D. O'Neill, Daniel J. Byrne,
Gerald E. Shanley, III, John Weissner, and
Rafferty Asset Management, LLC*

So Ordered:

July 24, 2012


Hon. United States District Judge Katherine B. Forrest

*Only the claims of plaintiffs Haas and
Behnken are dismissed.*

*All other claims remain, and this action
is pending with respect to those claims.*